

United States Bankruptcy Court

Southern District of New York

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): 4Kids Entertainment, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): DBA 4Kids	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 13-2691380	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 53 West 23rd Street, 11th Floor New York, NY	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 10010	ZIP Code
County of Residence or of the Principal Place of Business: New York	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code

Location of Principal Assets of Business Debtor
(if different from street address above):

Type of Debtor (Form of Organization) (Check one box)	Nature of Business (Check one box)	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000	
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
Estimated Liabilities <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

4Kids Entertainment, Inc.**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location

Where Filed: **- None -**

Case Number:

Date Filed:

Location

Where Filed:

Case Number:

Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor:

See Schedule A attached

Case Number:

Date Filed:

District:

Southern District of New York

Relationship:

Affiliate

Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☒ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

X

Signature of Attorney for Debtor(s)

(Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

- ☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition*(This page must be completed and filed in every case)*

Name of Debtor(s):

4Kids Entertainment, Inc.**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X /s/ Michael B. Solow _____
Signature of Attorney for Debtor(s)

Michael B. Solow _____
Printed Name of Attorney for Debtor(s)

Kaye Scholer LLP _____
Firm Name
425 Park Avenue
New York, NY 10022

Address

212-836-8000 _____
Telephone Number

April 6, 2011 _____
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Bruce R. Foster _____
Signature of Authorized Individual

Bruce R. Foster _____
Printed Name of Authorized Individual

Executive Vice President and Chief Financial Officer _____
Title of Authorized Individual

April 6, 2011 _____
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

Address

X _____
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

SCHEDULE A**PENDING BANKRUPTCY CASES OF AFFILIATES**

On the date hereof, each of the affiliated entities listed below (including the Debtor in this chapter 11 case) filed in this Court a petition for relief under chapter 11 of title 11 of the United States Code.

Contemporaneously with the filing of these petitions, these entities filed a motion requesting the Court to jointly administer their chapter 11 cases for procedural purposes only.

1. 4Kids Entertainment, Inc.
2. 4Kids Entertainment Licensing, Inc.
3. 4Kids Productions, Inc.
4. The Summit Media Group, Inc.
5. 4Kids Entertainment Home Video, Inc.
6. 4Kids Ad Sales, Inc.
7. 4Kids Entertainment Music, Inc.
8. 4Kids Technology, Inc.
9. World Martial Arts Productions, Inc.
10. 4Sight Licensing Solutions, Inc.
11. 4Kids Digital Games, Inc.
12. 4Kids Websites, Inc.

B 1A (Official Form 1, Exhibit A) (9/97)

[If debtor is required to file periodic reports (e.g. forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

**United States Bankruptcy Court
Southern District of New York**

In re **4Kids Entertainment, Inc.**

Debtor(s)

Case No.

Chapter

11

EXHIBIT "A" TO VOLUNTARY PETITION

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is **0-7843**.

2. The following financial data is the latest available information and refers to the debtor's condition on a consolidated basis with its subsidiaries on **March 31, 2011**.

a. Total assets \$ 23,372,876.65

b. Total debts (including debts listed in 2.c., below) \$ 16,526,746.72

c. Debt securities held by more than 500 holders:

Approximate
number of
holders:

secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>

d. Number of shares of preferred stock 0 0

e. Number of shares common stock 15,524,264 4,830

Comments, if any:

3. Brief description of Debtor's business:

4Kids Entertainment, Inc., together, with the subsidiaries through which its businesses are conducted, is a diversified entertainment and media company specializing in the youth oriented market.

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Prescott Group Capital Management, LLC -17.84%
1924 South Utica, Suite 1120
Tulsa, OK 74014

Alfred Kahn - 9.06%
The Essex House Apartment
160 Central Park South
New York, NY 10019

B 1A (Official Form 1, Exhibit A) (9/97) - Cont.

Hershey Strategic Capital LP - 6.80%
888 7th Avenue, 17th Floor
New York, NY 10019
Attn: Adam Hershey

Dimentional Fund Advisors LP- 6.18%
Palisades West, Building One
6300 Bee Cave Road
Austin TX 78746
Attn: Christopher Crossan

Lloyd Miller III- 5.25%
4550 Gordon Drive
Naples, FL 34102

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF 4KIDS ENTERTAINMENT, INC.**

The undersigned, being all the Directors of 4Kids Entertainment, Inc., a New York corporation (the "Corporation"), hereby take the following action without a meeting pursuant to Section 708 of the Business Corporation Law of the State of New York, with the same force and effect as if the resolution set forth below had been duly approved by a unanimous vote at a meeting of the Board of Directors duly called and held:

WHEREAS, the Corporation received a letter from the licensors of the Yu-Gi-Oh! property, Asatsu-DK Inc ("ADK") and TV Tokyo Corporation, (collectively, the "Licensors") purporting to terminate the agreement dated July 1, 2008 (the "Yu-Gi-Oh! Agreement") between the Corporation and Licensors due to alleged breaches of the Yu-Gi-Oh! Agreement by 4Kids; and

WHEREAS, on March 24, 2011, the Licensors filed a lawsuit against the Company in the United States District Court for the Southern District of New York also claiming that the Corporation has breached the Yu-Gi-Oh! Agreement for failing to pay Licensors approximately \$4.7 million with regard to certain audit claims asserted by Licensors; and

WHEREAS, the Board of Directors of the Corporation believes that the purported termination of the Yu-Gi-Oh Agreement by the Licensors is invalid and that the claims set forth in the lawsuit are without merit; and

WHEREAS, the Board of Directors of the Corporation, in order to preserve the business and assets, has deemed it necessary to file a petition under Chapter 11 of the United States Bankruptcy Code and has determined that it is in the best interests of the Corporation, its subsidiaries and their respective stockholders and members that the Corporation and the subsidiaries file such a petition; and

WHEREAS, the Board of Directors has been presented with a proposed petition to be filed by the Corporation and the subsidiaries in the

United States Bankruptcy Court for the Southern District of New York seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), in which the authority to operate as a debtor-in-possession will be sought.

NOW THEREFORE, BE IT RESOLVED, that the Corporation and its subsidiaries file a petition seeking relief under the provisions of Chapter 11 of Title 11 of the Bankruptcy Code, in which the authority to operate as a debtor-in-possession will be sought, and the filing of such petition hereby is authorized; and it was further

RESOLVED, that each of the Executive Vice President Business Affairs- General Counsel and the Executive Vice President- Chief Financial are appointed by the Board of Directors as an authorized signatory (each, individually, an "Authorized Officer," and, collectively, the "Authorized Officers") in connection with the Chapter 11 case authorized herein; and it was further

RESOLVED, that each of the Authorized Officers is authorized, empowered and directed on behalf of the Corporation to execute and verify a petition in the name of the Corporation and/or its subsidiaries under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in such form and at such time as the Authorized Officer executing said petition on behalf of the Corporation and/or or the subsidiaries shall determine; and it was further

RESOLVED, that each of the authorized Officers is authorized to execute and file or cause to be executed and filed (or to direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain assistance of legal counsel, accountants, financial advisors or other professionals and to take any and all other action which they or any one of them deem necessary, proper or desirable in connection with the chapter 11 case contemplated hereby, with a view to the successful prosecution of such case; and it was further

RESOLVED, that all acts lawfully done or actions lawfully taken by the Authorized Officers to seek relief under Chapter 11 of the Bankruptcy Code or in connection with the Chapter 11 case, or any matter related thereto, through the date hereof are hereby adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and it was further.

RESOLVED, that the law firm of Kaye Scholer LLP and its affiliates hereby are employed under general retainer as attorneys for the

Corporation and the subsidiaries in the Chapter 11 case authorized herein on such terms as the Authorized Officers shall approve; and it was further

RESOLVED, that each of the Authorized Officers is authorized, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates and undertakings, and to incur and pay or cause to be paid all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions; and it was further

RESOLVED that this unanimous Written Consent may be executed in counterparts, all of which when taken together shall be deemed to be the unanimous Written Consent of the Board of Directors.

It is hereby instructed that this Written Consent be filed in the Minute Book of the Corporation.


Duminda DeSilva

Jay Emmett

Michael Goldstein

Wade Massad

Samuel R. Newborn

Dated as of April 4, 2011

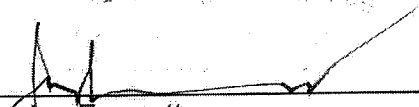
Corporation and the subsidiaries in the Chapter 11 case authorized herein on such terms as the Authorized Officers shall approve; and it was further

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Duminda DeSilva

Jay Emmett



Michael Goldstein

Wade Massad



Samuel R. Newborn

Dated as of April 4, 2011

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RESOLVED, that each of the Authorized Officers is authorized, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates and undertakings, and to incur and pay or cause to be paid all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions; and it was further

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Duminda DeSilva

Jay Emmett

Michael Goldstein



Wade Massad

Samuel R. Newborn

Dated as of April 4, 2011

**United States Bankruptcy Court
Southern District of New York**

In re **4KIDS ENTERTAINMENT, INC.**

Debtor(s)

Case

No.

Chapter **11**

CONSOLIDATED LIST OF CREDITORS HOLDING UNSECURED CLAIMS

Following is the list of the debtor's creditors holding unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of unsecured claims. If a minor child is one of the creditors holding unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
THE POKEMON COMPANY INTERNATIONAL 333 108TH AVENUE NE SUITE 1900 BELLEVUE, WA 98004	THE POKEMON COMPANY INTERNATIONAL 333 108TH AVENUE NE SUITE 1900 BELLEVUE, WA 98004 425-274-4855	Contract	Contingent Unliquidated Disputed	\$4,700,000.00
ASATSU-DK, INC. 13-1 TSUKUJI 1-CHOME CHUO-KU, TOKYO JAPAN 104-8172	ASATSU-DK, INC. 13-1 TSUKUJI 1-CHOME CHUO-KU, TOKYO JAPAN 104-8172 81-3-3547-2111	Contract	Contingent Unliquidated Disputed Subject to Setoff	\$4,221,626.36
THE CW NETWORK, LLC 3300 W. OLIVE AVENUE BURBANK, CA 91505	THE CW NETWORK, LLC 3300 W. OLIVE AVENUE BURBANK, CA 91505 818-977-4692	Contract	Disputed	\$1,987,000.00
HOME FOCUS DEVELOPMENT, LTD C/O LOWENSTEIN SANDLER PC 1251 AVENUE OF THE AMERICAS NEW YORK, NY 10020	HOME FOCUS DEVELOPMENT, LTD C/O LOWENSTEIN SANDLER PC 1251 AVENUE OF THE AMERICAS 18TH FLOOR NEW YORK, NY 10020 JEFFREY J. WILD, ESQ. 212-262-6700	Contract	Contingent Unliquidated Disputed	\$1,075,000.00

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
TWENTY THREE R.P. ASSOCIATES C/O ADAMS & COMPANY REAL ESTATE, LLC 411 FIFTH AVENUE-9TH FLOOR NEW YORK, NY 10016	TWENTY THREE R.P. ASSOCIATES C/O ADAMS & COMPANY REAL ESTATE, LLC 411 FIFTH AVENUE-9TH FLOOR NEW YORK, NY 10016 212-679-5500	Real Estate	Disputed	\$103,204.79
JOHN MILITO 3830 VALLEY CENTRE DRIVE SUITE 705-405 SAN DIEGO, CA 92130	JOHN MILITO 3830 VALLEY CENTRE DRIVE SUITE 705-405 SAN DIEGO, CA 92130 858-442-9915	Contract	Disputed	\$113,521.16
JPMORGAN CHASE BANK NA P.O. BOX 73661 CHICAGO, IL 60673-7761	JPMORGAN CHASE BANK NA P.O. BOX 73661 CHICAGO, IL 60673-7761	Credit Card		\$67,887.13
BRYAN GANNON C/O CHAOTIC USA ENTERTAINMENT, INC. 12481 HIGH BLUFF DRIVE SUITE 201 SAN DIEGO, CA 92131	BRYAN GANNON C/O CHAOTIC USA ENTERTAINMENT, INC. 12481 HIGH BLUFF DRIVE SUITE 201 SAN DIEGO, CA 92131 619-992-8219	Contract	Contingent Unliquidated Disputed	\$80,000.00
JONES DAY 901 LAKESIDE AVENUE CLEVELAND, OHIO 44114	JONES DAY P.O. BOX 70294 CLEVELAND, OHIO 44190 216-586-3939	Law Firm	Disputed	\$40,685.29
THE PLATFORM 15966 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693	THE PLATFORM 15966 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693 206-436-7900	Contract	Disputed	\$38,541.75
CINEDIGM CONTENT & ENT GROUP P.O. BOX 26606 NEW YORK, NY 10087	CINEDIGM CONTENT & ENT GROUP P.O. BOX 26606 NEW YORK, NY 10087 818-587-4880	Contract	Disputed	\$32,500.00
COMMUNICATION BY DESIGN 6 THE COURTHOUSE 38 KINGSLAND ROAD LONDON E2 8DD UK	COMMUNICATION BY DESIGN 6 THE COURTHOUSE 38 KINGSLAND ROAD LONDON E2 8DD UK +44 (0) 20 7729 4000	Vendor	Disputed	\$28,802.00

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
ADVANSTAR COMMUNICATIONS 131 W. FIRST STREET DULUTH, MN 55802	ADVANSTAR COMMUNICATIONS 131 W. FIRST STREET DULUTH, MN 55802 818-227-4057	Contract	Disputed	\$23,462.50
PM CONTRACTING COMPANY, LLC 40 EXCHANGE PLACE 19 TH FLOOR NEW YORK, NY 10005	PM CONTRACTING COMPANY, LLC 40 EXCHANGE PLACE 19 TH FLOOR NEW YORK, NY 10005 KAMEE LACHHMAN 212-785-8080	Contract	Disputed	\$8,000.00
WORLDSCREEN 1123 BROADWAY SUITE 1207 NEW YORK, NY 10010	WORLDSCREEN 1123 BROADWAY SUITE 1207 NEW YORK, NY 10010 212-924-7260	Vendor	Disputed	\$7,500.00
TSAR & TSAI 245 DUNHUA S. ROAD SEC 1 TAIPEI 106 TAIWAN R.O.C.	TSAR & TSAI 245 DUNHUA S. ROAD SEC 1 TAIPEI 106 TAIWAN R.O.C. (02) 2781-4111	Law Firm	Disputed	\$4,956.70
IT LAW GROUP 555 BRYAN STREET #603 PALO ALTO, CA 94301	IT LAW GROUP 555 BRYAN STREET #603 PALO ALTO, CA 94301 650-804-1235	Law Firm	Disputed	\$4,234.34
DONNELLY MECHANICAL CORP 96-59 222 ND STREET QUEENS VILLAGE, NY 11429	DONNELLY MECHANICAL CORP 96-59 222 ND STREET QUEENS VILLAGE, NY 11429 718-886-0446	Vendor	Disputed	\$4,137.25
DUN & BRADSTREET P.O. BOX 75434 CHICAGO, IL 60675-5434	DUN & BRADSTREET P.O. BOX 75434 CHICAGO, IL 60675-5434 800-234-3867	Contract	Disputed	\$4,413.12
NEW YORK STATE DEPARTMENT OF TAXATION AND FINANCE BANKRUPTCY SECTION PO BOX 5300 ALBANY, NY 12205	NEW YORK STATE DEPARTMENT OF TAXATION AND FINANCE BANKRUPTCY SECTION PO BOX 5300 RE: E-015830908W001-8 ALBANY, NY 12205	Tax Lien	Disputed	\$3,023.30

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
IRON MOUNTAIN RECORDS MGMNT P.O. BOX 27128 NEW YORK, NY 10087-7128	IRON MOUNTAIN RECORDS MGMNT P.O. BOX 27128 NEW YORK, NY 10087-7128 770-239-9200	Vendor	Disputed	\$2,763.95
FEDERAL EXPRESS P.O. BOX 371461 PITTSBURG, PA 15250	FEDERAL EXPRESS P.O. BOX 371461 PITTSBURG, PA 15250 800-463-3339	Vendor	Disputed	\$2,457.80
EMPLOYMENT DEVELOPMENT DEPT. P.O. BOX 826846 SACRAMENTO, CA 94246-0001	EMPLOYMENT DEVELOPMENT DEPT. P.O. BOX 826846 SACRAMENTO, CA 94246-0001 866-564-4228	Contract	Disputed	\$2,360.92
W.B. MASON CO., INC. P.O. BOX 55840 BOSTON, MA 02205-5840	W.B. MASON CO., INC. P.O. BOX 55840 BOSTON, MA 02205-5840 800-242-5892	Contract	Disputed	\$2,148.53
KILBURN & STRODE 20 RED LION STREET LONDON WC1R4PJ	KILBURN & STRODE 20 RED LION STREET LONDON WC1R4PJ +44 (0)20-7539 4200	Law Firm	Disputed	\$2,123.59
COFFEE DISTRIBUTION CORP. 200 BROADWAY P.O. BOX 766 NEW HYDE PARK, NY 11040-0604	COFFEE DISTRIBUTION CORP. 200 BROADWAY P.O. BOX 766 NEW HYDE PARK, NY 11040-0604 RUTH 516-746-7010	Vendor	Disputed	\$3,139.85
VERIZON BUSINESS P.O. BOX 382040 PITTSBURGH, PA 15251	VERIZON BUSINESS P.O. BOX 382040 PITTSBURGH, PA 15251 800-234-1000	Vendor	Disputed	\$1,662.92
DGA SECURITY SYSTEMS, INC. 20 W. 47TH STREET NEW YORK, NY 10036	DGA SECURITY SYSTEMS, INC. 20 W. 47TH STREET NEW YORK, NY 10036 ANDRES ALDAHONDO 212-840-5153	Vendor	Disputed	\$1,595.69
STAPLES BUSINESS ADVANTAGE DEPT. P.O. BOX 415256 BOSTON, MA 02241-5256	STAPLES BUSINESS ADVANTAGE DEPT. P.O. BOX 415256 BOSTON, MA 02241-5256 800-828-9949	Vendor	Disputed	\$1,250.90

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
DIAL CAR INC. 2104 AVENUE X BROOKLYN, NY 11235	DIAL CAR INC. 2104 AVENUE X BROOKLYN, NY 11235 718-743-8383	Vendor	Disputed	\$1,076.43
CORPORATE COFFEE 745 SUMMA AVENUE WESTBURY, NY 11590	CORPORATE COFFEE 745 SUMMA AVENUE WESTBURY, NY 11590 800-284-CORP	Vendor	Disputed	\$1,052.60
JAGUAR CONSULTING, INC. 117 E. COLORADO BLVD SUITE 225 PASADENA, CA 91105	JAGUAR CONSULTING, INC. 117 E. COLORADO BLVD SUITE 225 PASADENA, CA 91105 626-796-1955	Consulting Services	Disputed	\$1,000.00
IRON MOUNTAIN P.O. BOX 27129 NEW YORK, NY 10087-7129	IRON MOUNTAIN P.O. BOX 27129 NEW YORK, NY 10087-7129	Vendor	Disputed	\$937.40
SDI MEDIA USA, INC. 10950 WASHINGTON BLVD. STUDIO B CULVER CITY, CA 90232	SDI MEDIA USA, INC. 10950 WASHINGTON BLVD. STUDIO B CULVER CITY, CA 90232 310-388-8800	Vendor	Disputed	\$800.00
EATON CORPORATION P.O. BOX 93531 CHICAGO, IL 60673	EATON CORPORATION P.O. BOX 93531 CHICAGO, IL 60673 412-893-3662	Vendor	Disputed	\$519.38
MACO OFFICE SUPPLIES P.O. BOX 8067 UNION CITY, NJ 07087	MACO OFFICE SUPPLIES P.O. BOX 8067 UNION CITY, NJ 07087 201-867-3309	Vendor	Disputed	\$348.29
VERIZON CONFERENCE P.O. BOX 371838 PITTSBURGH, PA 15251	VERIZON CONFERENCE P.O. BOX 371838 PITTSBURGH, PA 15251 800-475-0600	Vendor	Disputed	\$331.01
TERMINIX P.O. BOX 742592 CINCINNATI, OH 45274	TERMINIX P.O. BOX 742592 CINCINNATI, OH 45274 800-TERMINIX	Vendor	Disputed	\$90.37
SECURESHRED LLC 55 TOLEDO STREET S. FARMINGDALE, NY 11735	SECURESHRED LLC 55 TOLEDO STREET S. FARMINGDALE, NY 11735 631-777-1330	Vendor	Disputed	\$87.10

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

4KIDS ENTERTAINMENT, INC.

Debtor.

Chapter 11

Case No. 11-_____()

**DECLARATION CONCERNING THE
CONSOLIDATED LIST OF CREDITORS THAT HOLD
UNSECURED CLAIMS AGAINST THE DEBTORS**

I, Bruce R. Foster, the Executive Vice President and Chief Financial Officer of 4Kids Entertainment, Inc., the company named as debtor in the above-captioned case, declare under penalty of perjury that I have reviewed the following consolidated list of the known creditors as of the Petition Date holding the unsecured claims against the Debtor and certain affiliated entities that have simultaneously commenced chapter 11 cases in this Court (collectively, the “Debtors”), and that it is true and correct to the best of my knowledge, information and belief. The list has been prepared on a consolidated basis from the Debtors’ books and records and has been prepared in accordance with Bankruptcy Rule 1007(d) for filing in this case. This list does not include (i) persons who fall within the definition of “insider” set forth in Bankruptcy Code section 101 or (ii) secured creditors, unless the collateral is such that there is an unsecured deficiency

Dated: April 6, 2011

/s/ Bruce R. Foster

Name: Bruce R. Foster

Title: Executive Vice President and
Chief Financial Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.

18 U.S.C. §§ 152 and 3571

**United States Bankruptcy Court
Southern District of New York**

In re 4Kids Entertainment, Inc.
Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
See attached list.			Common

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Executive Vice President and Chief Financial Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date April 6, 2011

Signature /s/ Bruce R. Foster
Bruce R. Foster
Executive Vice President and Chief Financial Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

In re 4Kids Entertainment, Inc.
Debtor(s)

Case No. _____

LIST OF EQUITY SECURITY HOLDERS

Prescott Group Capital Management, L.L.C. 1924 South Utica, Suite 1120 Tulsa, OK 74014	17.84%
Alfred Kahn The Essex House Apartment 160 Central Park South New York, NY 10019	9.06%
Hershey Strategic Capital LP 888 7th Avenue, 17th Floor New York, NY 10019 Attn: Adam Hershey	6.80%
Dimensional Fund Advisors LP Palisades West, Building One 6300 Bee Cave Road Austin, Texas, 78746 Attn: Christopher Crossan	6.18%
Lloyd Miller, III 4550 Gordon Drive Naples, Florida, 34102	5.25%

NAME	1ST LINE OF ADDRESS	2ND LINE OF ADDRESS	L170 4 KIDS ENTERTAINMENT INC. 3RD LINE OF ADDRESS	4TH LINE OF ADDRESS	5TH LINE OF ADDRESS	ISSUE	# OF SHARES
RAYMOND ADAMCIK	675 CRASSAS DR	INDIALANTIC FL 32903-4717				COM	10
SULAIMAN A ALGARAawi	PO BOX 739	RIYADAH 1142	SAUDI ARABIA			COM	2,000
STEVEN E ANDREWS CUST	EMILY E ANDREWS	VA UNIF TRAN MIN ACT	4619A S 36TH ST	ARLINGTON VA 22206		COM	4
MARK D ANTOLINI	27 WILLOW ST A	MELROSE MA 02176				COM	7
LARRY H ARNDT CUST	JOSHUA ARNDT UNDER THE	WA UNIF TRAN MIN ACT	16337 34TH AVE NE	LAKE FOREST PARK WA 98155		COM	30
DORI L AZZOLINO CUST	ROBERT J AZZOLINO	CA UNIF TRAN MIN ACT	910 HOHENER AVE	HAYWARD CA 94541-7108		COM	3
SCOTT BAILEY	11 FRAMHOUSE DRIVE	RIDGE NY 11961-2169				COM	20
WAYNE G BAILEY	43909 DRUMCLIFFS RD	HOLLYWOOD MD 20636				COM	67
JEFFREY C BARBOUR & R B BARNETT TR	DARCY C BARBOUR JT TEN GOTTLIEB BARNETT & BRIDGES INC	5216 MICHAUX RD PS PLAN 02/01/88	GREENSBORO NC 27410 FBO BENJAMIN E LOPER	3600 SPRING HILL BUSINESS PARK	MOBILE AL 36608-1212	COM	25 67
NANCY K BARNHART CUST	KEVIN J BARNHART	UN MD UNIF TRAN MIN ACT	9914 SHELburne TER 316	GAITHERSBURG MD 20878		COM	2
TRUDY BASHARA CUST	KARL TAYLOR	UN IA UNIF TRAN MIN ACT	6000 UNIVERSITY AVE - STE 420	W DES MOINES IA 50266		COM	2
THOMAS J BATES	1021 OLD WHITE PLAINS RD	MAMARONECK NY 10543-1100				COM	1
BARRY R BAUER	14912 SW 67TH LANE	MIAMI FL 33193				COM	10
CHENRY E BAUGHMAN & T ALEXANDER BECKETT	CAROLYN P BAUGHMAN JT TEN 7330 STONEGATE DR	BOX 3305 NAPLES FL 34109	PALM BEACH FL 33480			COM	3,000 10
AMINAH BELL	4240 INDIAN MANOR DR	STONEMOUNTAIN GA 30083				COM	1
TYRONE BELTHROP	17 FOREST RIDGE RD	NANUET NY 10954				COM	2
DALE F BENNETT & KAREN BENNETT	MARIANNE F BENNETT JT TEN 8576 WADE RIVER CIR	948 CANCHO DR FOUNTAIN VALLEY CA 92708	LA HABRA HEIGHTS CA 90631-8655			COM	2 40
JOANNE BENTLEY	2 CASTLE HEIGHTS AVE	UPPER NYACK NY 10960				COM	4,950
CYNTHIA L BERGER CUST	EMILY E BERGER	UN IL UNIF TRAN MIN ACT	1236 HAWTHORNE	PEKIN IL 61554		COM	5
ARTHUR BERMAN	425 NEPTUNE AVE APT 4-C	BROOKLYN NY 11224				COM	2,950
AMY R BIRDWELL CUST	BENJAMIN BIRDWELL	UN OK UNIF TRAN MIN ACT	15001 WILSON RD	EDMOND OK 73013		COM	5
AMY R BIRDWELL CUST	ADAM BIRDWELL	UN OK UNIF TRAN MIN ACT	15001 WILSON RD	EDMOND OK 73013		COM	5
CRAIG M BLACK CUST	MICHAEL C BLACK	UN WI UNIF TRAN MIN ACT	1785 WHITEMONT DR	BROOKFIELD WI 53045-2107		COM	1
JANE BLACKWOOD CUST	NIKOLAI LEO ROBERTS UNDER THE	WA UNIF TRAN MIN ACT	NE 21 MATTHEWS DR	BELFAIR WA 98528		COM	40
R TODD BLEVINS & ROXANNE J BOHL CUST	SALLY R BLEVINS JT TEN KYLE P GERARDEN	3430 CAMEO TRAIL UN WI UNIF TRANS MIN ACT	GASTONIA NC 28056 1205 S 6TH ST		DE PERE WI 54115-1810	COM	200 300
KAREN M BOLESTA & SHERRI LYNN BRACCIO CUST	THERESA A BOLESTA JT TEN JULIETTE LYNN BRACCIO	6525 GERTRUDE AVE UN CT UNIF TRANS MIN ACT	CLEVELAND OH 44105 71 GRANVILLE AVE		MILFORD CT 06460	COM	10 16
PAUL THOMAS BREEN JR CUST	ALYSA MICHELLE BREEN	UN CA UNIF TRAN MIN ACT	18939 BREEZY LANE	HUNTINGTON BEACH CA 92648		COM	1
WILLIAM D BROUILLET & LORAIN BROWN & LARRY BURNS CUST	DAWN D BROUILLET JT TEN DAVID BROWN JT TEN CHET BURNS	1609 ABBEYWOOD DR 760 EVERGREEN AVE UN OK UNIF TRAN MIN ACT	MOBILE AL 36695 HAMDEN CT 06518 4211 RIDGELINE CIRCLE		NORMAN OK 73072	COM	97 1 2
MATTHEW M CANNAROZZI	518 ADAMS ST	HOBOKEN NJ 07030-2072				COM	25
CRISTIE CANTOR CUST	HEATHER A CANTOR	UN TX UNIF TRANS MIN ACT	1244 IRELAND WILLIAMS RD	WASKOM TX 75692-4600		COM	40
CLIFFORD CARR CUST	C W CARR JR	TX UNIF TRANS MIN ACT	404 RAMBERT CIRCLE	HIGHLAND VILL TX 75077-7166		COM	175
ROGER K CARRIGG & DOROTHY CARTER CUST	SHEILA F CARRIGG JT TEN JASON V KRESS	7597 F&S GRADE RD UN VA UNIF TRAN MIN ACT	SEDRO WOOLLEY WA 98284 1733 N HUNTINGTON ST		ARLINGTON VA 22205-2708	COM	20 1
DOROTHY CARTER CUST	CHARLOTTE D KRESS	UN VA UNIF TRAN MIN ACT	1733 N HUNTINGTON ST	ARLINGTON VA 22205-2708		COM	1
CYNTHIA CASTENGERA CUST	JOSEPH VANNOY CASTENGERA	SC UNIF GIFTS MIN ACT	616 CRANBERRY STREET	NEWLAND NC 28657		COM	52
CEDE & CO (FAST)	BOX 20	BOWLING GREEN STATION	NEW YORK NY 10004			COM	14,773.904
CHRISTOPHER E CHARTERS	1414 AVENUE OF THE AMERICA	6TH FLOOR	NEW YORK NY 10019			COM	300
TIFFANY T CHIADO & JAY R CHARLESWORTH CUST	MICHAEL CHIADO JT TEN PAYNE T CHARLESWORTH	539 ROUGE UNDER THE IL UNIF TRAN MIN ACT -21-	NORTHVILLE MI 48167 2501 CHERRY LN		NORTHBROOK IL 60062-4413	COM	2 2
CLEVELAND CAPITAL	1250 LINDA ST	ROCKY RIVER OH 44116-1853				COM	1
JEFFERY M COHEN CUST	MAX ABRAHAM COHEN	UN NJ UNIF TRAN MIN ACT	328 LONGSTONE DRIVE	CHERRY HILL NJ 08003-1982		COM	1
SEAN E COHEN	125 COLANDINE WAY	ALPHARETTA GA 30022-6401				COM	38
NANCY ANN CONLON CUST	SAMANTHA MACDONALD DUCEY	MD UNIF TRAN MIN ACT	13913 GREY COLT DR	NORTH POTOMAC MD 20878-3816		COM	3
JEFF CONN	27 N 068 CHESTNUT LANE	WINFIELD IL 60190				COM	157
MAXWELL ANGUS CONNOLLY	470 BELLIS RD	BLOOMSBURY NJ 08804				COM	2
THOMAS CONNOLLY	23 28 123 ST	COLLEGE POINT NY 11356				COM	150
DAVID CONRAD & STACIA M COULSON CUST	KAREN CONRAD JT TEN DAVID W COULSON	4465 N 200 E UNDER THE PA UNIF TRAN MIN ACT	ANDERSON IN 46012 2156 BAYBERRY AVE		YORK PA 17403	COM	6 50
SCOTT C COVELLI	10300 64TH AVE	PLEASANT PRAIRIE WI 53158				COM	15
MARY PATRICIA CRAWFORD CUST	JAMES CRAWFORD DOWNIE	UN MD UNIF TRAN MIN ACT	4632 BRANDYWINE ST NW	WASHINGTON DC 20016		COM	2
TISHA S CROMWELL CUST	JORDAN T CROMWELL	NC UNIF TRAN MIN ACT	1101 ROSABELLA LN	APEX NC 27502		COM	16
CAROLINE A CROSS	40-0 RIDGE PARK DR APT A	N ARLINGTON NJ 07031-5247				COM	6
PETER J CROWLEY	17 CRESTLINE CIR	BEVERLY MA 01915-3806				COM	150
CAROLE E CZAJKOSKI CUST	LORI B SHAPIRO	UNDER THE GA TRAN MIN ACT	3515 BETHWICKE DR	CUMMING GA 30040-7166		COM	8
DAKOTA MARKETING SERVICES	THE OFFICIAL RECEIVER AT 2ND FLOOR	KINGS WHARF	20-30 KINGS ROAD	READING RG1 3ET	ENGLAND	COM	200
DAWN A DAVIS	BRIAN R DAVIS JT TEN	4314 27TH ST	KENOSHA WI 53144			COM	100
KATHY A F DAVIS CUST	GRACE E DAVIS	UNIF TRANS MIN ACT UT	1874 ATKIN AVE	SALT LAKE CITY UT 84106-4022		COM	10
KATHY A F DAVIS CUST	SARA C DAVIS	UNIF TRANS MIN ACT UT	1874 ATKIN AVE	SALT LAKE CITY UT 84106-4022		COM	10
SAMIR DEBS	BOX 1283	NORFOLK NE 68701				COM	600
LOUIS E DEER & NANCY E DENMAN	GILLIAN V DEER JT TEN 208 WOODLAND AVE	408 DONNA DRIVE SUMMIT NJ 07901	HOPKINSVILLE KY 42240			COM	120 50
DAVID GRANT DENNISON	8658 SIMPSON CT	MASON OH 45040-9599				COM	1
RYAN BLAINE DENNISON	8658 SIMPSON CT	MASON OH 45040-9599				COM	1
DENISE DENNY	212 CLIFFORD ST	ANDERSON IN 46012				COM	5
DAMIAN DESTEFANO	28 CRATETOWN RD	LEBANON NJ 08833-3008				COM	1
SHANE DESTEFANO	28 CRATETOWN RD	LEBANON NJ 08833-3008				COM	1
OCTAVIA G DIENER TTEE	U/A DTD 02/23/99 FBO	OCTAVIA G DIENER LIV TRUST	2054 W ALLUVIAL	FRESNO CA 93711-7166		COM	500
HOPE DONAHUE	2807 NW 66TH AVE	MARGATE FL 33063				COM	35
DAVID LEE DORETTI	7021 E EARLL DR UNIT 113	SCOTTSDALE AZ 85251-6332				COM	1
JANNIE DRIVER CUST	DANIELLE K DRIVER	UN NJ UNIF TRAN MIN ACT	170 JACOBY ST	MAPLEWOOD NJ 07040-3306		COM	20
JANNIE DRIVER CUST	KEENA L DRIVER	UN MD UNIF TRAN MIN ACT	170 JACOBY ST	MAPLEWOOD NJ 07040-3306		COM	20
JANNIE DRIVER CUST	TATIANA POWELL	UN NJ UNIF TRAN MIN ACT	170 JACOBY ST	MAPLEWOOD NJ 07040-3306		COM	10

NAME	1ST LINE OF ADDRESS	2ND LINE OF ADDRESS	L170 4 KIDS ENTERTAINMENT INC. 3RD LINE OF ADDRESS	4TH LINE OF ADDRESS	5TH LINE OF ADDRESS	ISSUE	# OF SHARES
GOHANNA M DYER	101 S HUDSON STREET	MECHANICVILLE NY 12118				COM	300
LIZABETH A ECKE CUST	MATTHEW ECKE MEYER	UN CA UNIF TRAN MIN ACT	P O BOX 234293	LEUCADIA CA 92023-0293		COM	4
LIZBETH A ECKE CUST	LILLIE MAGDALENA MEYER	UN CA UNIF TRAN MIN ACT	P O BOX 234293	LEUCADIA CA 92023-0293		COM	4
PAUL ECKE III CUST	HANS MAXWELL ECKE	UN CA UNIF TRAN MIN ACT	1252 NEPTUNE AVE	LEUCADIA CA 92024		COM	4
ANDREW JAMES EETEN	2108 OAK DR	EUREKA IL 61530				COM	2
RACHEL SUSAN ELLIOT	569 N 65TH ST	WAUWATOSA WI 53213-4053				COM	2
JOHN L ELLIS	504 GLENEAGLE DR	VIRGINIA BEACH VA 23462-4511				COM	200
DOUGLAS F ESHELMAN CUST	EVAN M ESHELMAN	UN FL UNIF TRAN MIN ACT	7013 MEANDERING STREAM WAY	FULTON MD 20759-2303		COM	10
TONY M ETTINGER CUST	JARED G ETTINGER	NY UNIF TRANS MIN ACT	101 PAULDING DR	CHAPPAQUA NY 10514		COM	10
JOHN G EVANS JR CUST	JOHN G EVANS III	UN MD UNIF TRAN MIN ACT	7830 RIDGELY OAK RD	BALTIMORE MD 21234-5200		COM	80
THOMAS FARLEY &	LAURA FARLEY JT TEN	2316 ETON RIDGE	MADISON WI 53726			COM	25
MICHAEL L FELDPOUCH &	VICKI A FELDPOUCH JT TEN	7527 EAGLE CREST DR	JOHNSTON IA 50131			COM	30
STEPHEN F FELTON CUST	SARA ELIZABETH FELTON	ULAWS OF GEORGIA	2411 OLD SALEM CIRCLE	CONYERS GA 30208		COM	1
GEORGE R FISCHER JR &	JENNIE FISCHER JT TEN	79 GRANGEVILLE SALMON RD	GRANGEVILLE ID 83530			COM	15
RICHARD K FISHER &	JUDY E FISHER JT TEN	28A ROCKY POND RD	BROOKLINE NH 03033-2420			COM	15
MICHAEL A FLORES	917 N 3RD ST	MONTBELLO CA 90640-2606				COM	2
GEORGE FONTINI CUST	SHARON FONTINI	UN NY UNIF TRAN MIN ACT	20 VISTA DR	LAUREL HOLLOW NY 11771		COM	10
SANDRA LEE FOREMAN CUST	NOAH DANIEL HARFORD	UNIF TRANS MIN ACT PA	325 GOCHNAUER AVE	LITITZ PA 17543-2703		COM	12
GERALD R FORSYTHE CUST	CAYLEE LYNN FOURNIER	UN IL UNIF TRAN MIN ACT	1111 WILLIS AVE	WHEELING IL 60090-5816		COM	100
MELISSA S FORSYTHE	1111 S WILLIS AVE	WHEELING IL 60090-5816				COM	2,000
RICHARD A FRANKIEWICZ &	AUDRIE L FRANKIEWICZ JT TEN	2611 S 15TH ST	MILWAUKEE WI 53215			COM	1,200
DAVID FRIZ CUST	DANIEL FRIZ	UNDER THE UT UNIF TRAN MIN ACT	2748 E 2550 N	LAYTON UT 84040-8138		COM	10
DAVID FRIZ CUST	AMANDA FRIZ	UNDER THE UT UNIF TRAN MIN ACT	2748 E 2550 N	LAYTON UT 84040-8138		COM	10
DAVID FRIZ CUST	JASON FRIZ	UNDER THE UT UNIF TRAN MIN ACT	2748 E 2550 N	LAYTON UT 84040-8138		COM	10
YICK-SHING FU &	FENG KUO FU JT TEN	646 SILVER VILLEY TRAIL	WALNUT CA 91789			COM	300
MARY GAUGHHRAN	7231 MONTE VISTA AVE	LA JOLLA CA 92037				COM	30
BRENDA L GEHRKE	3708 BLOOMINGTON RD	EAST PEORIA IL 61611				COM	150
JAMES GILMER	211 HILLARY RD	SAVANNAH GA 31410-2305				COM	10
ROBERT DUNN GLICK TTEE	THE RISSMAN FAMILY 1997 TRUST	C/O SCHWARTZ COOPER GREENBERG & KRAUSS	180 NORTH LASALLE ST	CHICAGO IL 60601		COM	2,752
A GOKEY	22812 24TH AVE S	DES MOINES WA 98198				COM	30
JEFFREY L GOODE CUST	BRITTANY G GOODE	UN THE OH TRAN MIN ACT	6339 COFFEY ST	CINCINNATI OH 45230-1406		COM	2
SALLY GREENE - GUARDIAN	SCOTT GAREL GREENE	329 RIVER VALLEY RD	TEMBUSU TOWER 15-02	YONG AN PARK SINGAPORE 0923	SINGAPORE	COM	10
TIFFANY NICOLE GREER	1820 A 62ND ST	BERKELEY CA 94703				COM	30
PATRICIA E GRITTA	1108 HAYS ST	TALLAHASSEE FL 32301-2632				COM	100
LOUIS R HALPER TR	U/A DTD 08/03/93 FBO	DARBY HALPER TRUST	4226 PACIFIC AVE	LONG BEACH CA 90807-1924		COM	1
LOUIS R HALPER TR	U/A DTD 04/26/96 FBO	RYAN HALPER TRUST	4226 PACIFIC AVE	LONG BEACH CA 90807-1924		COM	1
ARMAND G HAMEL &	LINDA L HAMEL JT TEN	2208 NW 171 TER	PMBK PINES FL 33028-2050			COM	10
MARY JANE HANSEN	9107 DANIELSDALE DR	RICHMOND VA 23294-5922				COM	8
WILLIAM HARNEY	504B GARFIELD AVENUE	BELFORD NJ 07718				COM	30
ANASTASIA HATZIS	1115 WASHINGTON AVE	ALLEN TOWN PA 18103-7905				COM	298
LORI A HAWKINS CUST	DEVON C HAWKINS	UN MN UNIF TRAN MIN ACT	1230 8TH ST S	WAITE PARK MN 56387		COM	2
LISA HEISLER CUST	DYLAN HEISLER	UNDER THE NJ UNIF TRAN MIN ACT	2 ROBIN RD	MOORESTOWN NJ 08057		COM	1
ERNESTINE HENKEL &	GERALD HENKEL JT TEN	24857 NORTH RD	LAKE VILLA IL 60046-8154			COM	20
ILA HICKEY CUST	TAYLOR ALLEN HICKEY	UN AL UNIF TRAN MIN ACT	4 AUDUBON PL	MOBILE AL 36606		COM	2
MICHAEL HINSON &	JULIE HINSON JT TEN	488 LARSEN RD	APTOS CA 95003			COM	300
JEFFREY HIROTO	10520 FREER ST	TEMPLE CITY CA 91780-3445				COM	1
MICHAEL D HOBSON	3337 S MONACO PKWY	DENVER CO 80222-7654				COM	1
DON B HOLTON CUST	BARRY FRANKLIN HOLTON	UN LA UNIF TRAN MIN ACT	2949 MOSS POINT RD	SHREVEPORT LA 71105		COM	1
HENRY J HYZIAK	105 MAE ST	NEW BRIGHTON PA 15066-3691				COM	66
PATRICIA IANNUCCI CUST	NICOLAS IANNUCCI	UN FL UNIF TRAN MIN ACT	4361 SE GARDNER DR	PORT CHARLOTTE FL 33952-9726		COM	1
MARISSA L IRWIN	7 TANGLEWOOD DR	BRANFORD CT 06405				COM	1
WILLIAM B IRWIN	7 TANGLEWOOD DR	BRANFORD CT 06405				COM	1
STEPHANIE CHEW ITO	175 ROBINWOOD CIR	REEDLEY CA 93654				COM	300
TERRY L JAMES CUST	BRITTANY LAWBER	UN WA UNIF TRAN MIN ACT	8035 A ST	TACOMA WA 98408-5802		COM	1
TERRY L JAMES CUST	CORY CASTLE	UN WA UNIF TRAN MIN ACT	8035 A ST	TACOMA WA 98408-5802		COM	1
TERRY L JAMES CUST	HEATHER CASTLE	UN WA UNIF TRAN MIN ACT	8212 270TH STREET EAST	GRAHAM WA 98338		COM	1
TERRY L JAMES CUST	BRITTANNIA NICHOLE JAMES	UN WA UNIF TRAN MIN ACT	3410 64TH ST E	TACOMA WA 98443		COM	6
TERRY L JAMES CUST	DILLON ROSS-MCCANN JAMES	UN WA UNIF TRAN MIN ACT	3410 64TH ST	TACOMA WA 98443		COM	6
ROBERT JAMISON	KATHLEEN M JAMISON JT TEN	117 CHAPEL RD	NEW HOPE PA 18930			COM	300
WALTER JASIONOWSKI &	CAROL A JASIONOWSKI JT TEN	425 GRAND AVE	PAWTUCKET RI 02861			COM	150
SANDRA K JERNIGAN	7501 FREDERICK	OMAHA NE 68124-3403				COM	30
MARY BALL JOHNSON CUST	MELANIE VAN LEEUWEN	UN VA UNIF TRAN MIN ACT	11606 DEER FOREST RD	RESTON VA 20194		COM	4
TERENCE LEE JOHNSON &	AUDREY J CHRISTIANSEN JT TEN	3418 WOODMERE LN	SUGAR LAND TX 77478			COM	30
GWEN JOIGNANT	6 AVENUE PIERRE COURTADE	76610 LE HAVRE	FRANCE			COM	1
TANGUY JOIGNANT	6 AVENUE PIERRE COURTADE	76610 LE HAVRE	FRANCE			COM	1
GARY L JONES &	LINDA J JONES JT TEN	1703 SMALLWOOD DR	LONGVIEW TX 75601			COM	22
ALFRED R KAHN	25 COLUMBUS CIRCLE APT 62C	NEW YORK NY 10019				COM	712,250
PATSY KAHN CUST	CASSIDY MEREDITH KAHN	UN NY UNIF TRAN MIN ACT	25 COLUMBUS CIRCLE	APT 62-C	NEW YORK NY 10019	COM	300
CATHERINE G KELLOGG &	RICHARD A STANFILL JR JT TEN	1200 MIRA MAR 901	MEDFORD OR 97504-8569			COM	78
MATTHEW STEVEN KEMPLE	6419 W CLARKE ST	MILWAUKEE WI 53213				COM	20
DINA KETZ CUST	KATHERINE F KETZ	UNDER THE OH TRAN MIN ACT	2095 NOBLESHPHIRE RD	COLUMBUS OH 43229-1520		COM	60
DINA KETZ CUST	JOHN S KETZ	UNDER THE OH TRAN MIN ACT	2095 NOBLESHPHIRE RD	COLUMBUS OH 43229-1520		COM	110
DINA KETZ &	SAM KETZ JT TEN	2095 NOBLESHPHIRE RD	COLUMBUS OH 43229-1520			COM	70
JOSHUA KLINE CUST	STEVE KLINE	UN TX UNIF TRAN MIN ACT	7451 PARKWOOD HILL BLVD	FORT WORTH TX 76137-3745		COM	2
JANE KLOECKER	290 RIVERSIDE DR 13-A	NEW YORK NY 10025-5200				COM	200
JULIE KNIGHT &	JAMES F KNIGHT JT TEN	94 CARAVEL PL	WINTERSVILLE OH 43953-7620			COM	5
TRICIA KUNZ CUST	KATE ELIZABETH KUNZ	THE NJ UNIF TRAN TO MIN ACT	20 STRATFORD RD	TINTON FALLS NJ 07724		COM	35
HERBERT LAFON	905 DUNELLEN DR	BALTO MD 21286-1508				COM	900
ROBERT E LANE II &	PATRICIA A LANE JT TEN	14 WANDER CT	GLENMONT NY 12077-3522			COM	1

NAME	1ST LINE OF ADDRESS	2ND LINE OF ADDRESS	L170 4 KIDS ENTERTAINMENT INC. 3RD LINE OF ADDRESS	4TH LINE OF ADDRESS	5TH LINE OF ADDRESS	ISSUE	# OF SHARES
ANDERS LAREN CUST	U W LAREN	PA UNIF TRANS MIN ACT	917 BLACK ROCK RD	GLADWYNE PA 19035		COM	20
TODD A LARSSON	1004 W GULF AVE	MIDLAND TX 79705-7513				COM	50
YIN FIE LAU	2939 GEORGIA ST	OAKLAND CA 94602-3223				COM	49
BARBARA LAWRENCE	PO BOX 88	SCALY MTN NC 28775-0088				COM	4
LANCE LEE	3450 THIRD ST 1D	SAN FRANCISCO CA 94124-1444				COM	35
BRYAN J LOGAN &	JANET L DEWAR JT TEN	450 ALTON RD APT 1103	MIAMI BEACH FL 33139			COM	300
LUCY A LOWE CUST	CHRISTIAN CHANCE	UN TX UNIF TRAN MIN ACT	P O BOX 575	QUITMAN TX 75783		COM	5
KAREN LUC	1707 Kiest AVE	NORTHBROOK IL 60062				COM	7
SIDNEY LUI CUST	JERRY LUI UN NY UNIF TRAN MIN ACT	239-43 65 AVE DOUGLASON	LITTLE NECK NY 11362-1918			COM	100
LIBBI A MASON CUST	MICHAEL M TEKIEN	UNDER THE OH TRAN MIN ACT	577 ARBORSIDE LANE	AVON LAKE OH 44012-2753		COM	1
GEORGE P MAYER	608 S SAN MARCOS CT 92	GILBERT AZ 85296				COM	35
ROBERT N MAZZOTTA &	BALBINA MAZZOTA JT TEN	511 CAMP AVE	NEW KENSINGTON PA 15068-4820			COM	100
DOROTHY A MCAULEY	29 FALMOUTH AVE	WHITING NJ 08759-2310				COM	100
KENNETH MC DANIEL	56 CIRCUIT DRIVE	CRANSTON RI 02905				COM	300
JOANN MC GINNIS CUST	SAMANTHA KAY NELSON	UN TX UNIF TRANS MIN ACT	4720 KAYE RD	MEMPHIS TN 38117		COM	2
JAMES R MCMILLAN CUST	JEANET RENE MCMILLAN	UNDER THE SC UNIF GIFT MIN ACT	RTE 2 BOX 89-A	BAMBERG SC 29003		COM	6
JAMES R MCMILLAN CUST	STEPHEN JAMES MCMILLAN	UNDER THE SC UNIF GIFT MIN ACT	5113 MACDONIA CHURCH RD	BAMBERG SC 29003		COM	6
JAMES R MCMILLAN	RTE 2 BOX 89A	BAMBERG SC 29003-9622				COM	6
MICHELE M MCSHANE	2889 JOHN ANDERSON DR	ORMOND BCH FL 32176				COM	100
SANDRA MENNERICH	308 LAKESIDE RD	NEWBURGH NY 12550-1505				COM	25
ELIZABETH A METZGER CUST	JEREME SETH METZGER	UN NM UNIF TRAN MIN ACT	14416 ARCADIA NE	ALBUQUERQUE NM 87123		COM	10
NIGHSTY A MILES	2435 EDENDERRY DR	COLORADO SPRINGS CO 80919				COM	300
JAMES T MILLER &	TRACI MILLER JT TEN	6 BRADLEY CIR	MIDDLETOWN DE 19709			COM	6
WENDY MILLER &	PAUL MILLER TRS	U/A DTD 08/11/99 FBO	MILLER FAMILY REV TRUST	606 E PUEBLO PL	FULLERTON CA 92835-1622	COM	100
DOMINICK MINNI	BOX 3334	NEWARK NJ 07103-0334				COM	646
JIMMIE LEE MOORE JR	331 S MILLER PL	OKLAHOMA CITY OK 73108-1226				COM	10
LORETTA ANN MOORE	331 1/2 S MILLER PL	OKLAHOMA CITY OK 73108-1226				COM	8
STEVEN T MOSITES CUST	DAVID JOHN SUNSERI	UN PA UNIF TRAN MIN ACT	757 PINOAK RD	PITTSBURGH PA 15243-1158		COM	69
STEVEN T MOSITES CUST	ELIZABETH LAUREN SUNSERI	UNIF TRAN MIN ACT PA	757 PINOAK RD	PITTSBURGH PA 15243-1158		COM	50
DALJEET SINGH MUNDH	2296 SABRINA WAY	TRACY CA 95377-5624				COM	60
PETER M MURRAY	2309 RIVER HILLS LN	BOLINGBROOK IL 60490				COM	6
PHYLLIS E NEELEY	PO BOX 55	TOMAHAWK KY 41262				COM	1,500
SHEILA S NEFF	123 SUNSET DR DELAIRE	WILMINGTON DE 19809				COM	100
MILDRED BETH NEWTON CUST	TAYLOR SCHAUM NEWTON	UN IL UNIF TRAN MIN ACT	1591 N PRAIRIE ST	GALESBURG IL 61401		COM	4
DEBORAH STACY NICHOLS CUST	ISAAC LEWIS NICHOLS	UN WY UNIF TRAN MIN ACT	800 DOGWOOD AVENUE	CHEYENNE WY 82009		COM	10
DEBORAH STACY NICHOLS CUST	SAMUEL GOLLADAY NICHOLS	UN WY UNIF TRAN MIN ACT	800 DOGWOOD AVE	CHEYENNE WY 82009		COM	10
CAROL J NOTIAS	826 FAIRACRES AVENUE	WESTFIELD NJ 07090				COM	30
RENEE OBERLANDER &	MORTON OBERLANDER JT TEN	11742 IPSWICH COURT	LOS ANGELES CA 90077-1322			COM	170
STEPHEN ODELL CUST	JANELLA BADUINI	UN NJ UNIF TRAN MIN ACT	96 DAVIDSON RD	PISCATAWAY NJ 08854		COM	5
STEPHEN ODELL CUST	JOLIE BADUINI	UN NJ UNIF TRAN MIN ACT	45 COUNTRYSIDE APTS	HACKETTSTOWN NJ 07840		COM	5
RAYMOND E OLSON &	COLLEEN M OLSON JT TEN	414 DUARTE LANE	LADY LAKE FL 32159			COM	30
W SCOTT ORMAN CUST	WILLIAM S ORMAN JR	UN TN UNIF TRAN MIN ACT	1040 GATEWAY LANE	NASHVILLE TN 37220-1043		COM	2
DEIRDRE I PARUTA CUST	RYAN MATHEW PARUTA	UNDER THE GA TRAN MIN ACT	1767 WINGARD DR	MARIETTA GA 30062-2026		COM	5
SHERRI JONES PATCHEN CUST	CLAYTON SCOTT PATCHEN	UNDER THE PA UNIF TRAN MIN ACT	10401 SW 113TH ST	MIAMI FL 33176		COM	10
JEFF PATTERSON	2566 ASHBOURNE DR	GASTONIA NC 28056				COM	35
CHARLES K PEDONE CUST	CHARLES K PEDONE JR	UN CA UNIF TRAN MIN ACT	9476 TREELAKE RD	GRANITE BAY CA 95746		COM	1
IRENE H PETERS	524 PELICAN BAY DR	DAYTONA BEACH FL 32119-8322				COM	375
SHERRY L PHY CUST	STEVEN RAY PHY	UN PA UNIF TRAN MIN ACT	190 BIRCH AVE	PITTSBURGH PA 15228		COM	5
JEFFREY R PIGOTT CUST	MICHAEL J K PIGOTT	UN TN UNIF TRAN MIN ACT	1529 BOB YOUNG LANE	LENIOR CITY TN 37772		COM	1
GEORGE L POZEK	80 REGAL VALLEY CT	LAFAYETTE IN 47909				COM	2
THOMAS E PRYOR JR &	MARVA H PRYOR TEN ENT	P O BOX 1487	ORLANDO FL 32802-1487			COM	10
ROBERT S PULLEN &	SALLY L PULLEN JT TEN	7940 WHIPPOORWILL DR	TERRE HAUTE IN 47802			COM	23
PUNJANA LTD	C/O DAVID J THOMPSON	CARNFORTH ST	BELFAST	BT54PJ	UNITED KINGDOM	COM	300
DANIEL GEORGE RADLER &	CATHERINE MARY RADLER JT TEN	20765 BARTLETT CT	BROOKFIELD WI 53045			COM	20
EDMOND E RAIBORN	% LOUIS M RAIBORN	12305 GRAN VISTA ST	SAN ANTONIO TX 78233			COM	600
GERALD O REED JR &	AMELIA C REED JT TEN	24 CHERRY RD	NEW CASTLE DE 19720			COM	58
RESIDENTIAL CHIMNEY SERVICE	526 GREEN ST	BOONTON NJ 07005-1523				COM	15
JAMES L RIUTTA	270 THORNY OINT RD	STAFFORD VA 22554				COM	2
CESAR RODRIGUEZ	130 GLENBROOK PRKWAY	ENGLEWOOD NJ 07631				COM	30
JOHN P ROGERS	977 BARNACLE DR	MANAHAWKIN NJ 08050-2583				COM	5
SHEPARD RONNIE	2512 W ATLANTIC AVE	WALUKEGAN IL 60085				COM	7
ROBERT ROSEN	9513 ST ANDREWS WAY	SILVER SPRINGS MD 20901				COM	690
JULIUS A RYLAND JR	9 W 30TH ST	WILMINGTON DE 19802				COM	600
LORI SALZ CUST	NATHANIEL SALZ	UN FL UNIF TRAN MIN ACT	5530 THOROUGHbred LN	SW RANCHES FL 33330		COM	3
ELIZABETH L SANCHEZ CUST	NICOLAS ERIC SANCHEZ	NV UNIF TRAN MIN ACT	4521 WHELK PL	NORTH LAS VEGAS NV 89031-2264		COM	7
DAWN SAWYER	C/O LIZ HAMILTON	100 WINGFIELD AVE	CHESAPEAKE VA 23325			COM	5
RACHAEL M SCHICK	8720 184TH AVE - LOT 14	BRISTOL WI 53104				COM	1
BARBARA SCHLOSSER CUST	KEITH SCHLOSSER	NY UNIF GIFT MIN ACT	43 PARKVIEW DRIVE	SEARINGTOWN NY 11507		COM	90
J WILLIAM SCHROER &	BETTY M SCHROER JT TEN	3217 SIBLEY MILL COURT	MARIETTA GA 30067-5166			COM	1
CAROLYN SCIRE	PO BOX 932	NORTH SCITUATE RI 02857				COM	30
DAVID J SHAPIRO	22231 MULHOLLAND HIGHWAY	SUITE 207B	CALABASAS CA 91302			COM	1
SHOWTIME SALES LIMITED	1107 CLONSILLA AVE	PETERBOROUGH ON K9J 5Y6	CANADA			COM	400
DAVE A SHULTZ CUST	MAXWELL SHULTZ	MA UNIF TRANS MIN ACT	20 FOREST AVE	HAVERHILL MA 01830-4019		COM	5
THOMAS SITERLET &	MAURICA A HOUSE JT TEN	4629 THORNCROFT	ROYAL OAK MI 48073-1748			COM	8
TRICIA SMITH CUST	TRENT SMITH	UN PA UNIF TRAN MIN ACT	1327 KINGSTON COURT	NORTHHAMPTON PA 18067-1674		COM	7
TRICIA SMITH CUST	TEAGUE SMITH	UNIF TRANS MIN ACT PA	1327 KINGSTON COURT	NORTHHAMPTON COURT PA 18067-1674		COM	7
DONALD SNIDER &	FRANCES SNIDER JT TEN	30925 FRANKLIN OAKS TR	FRANKLIN MI 48025			COM	10
ROBERTA J SPOON CUST	ASHLEY PRESCOTT	UN CA UNIF TRAN MIN ACT	4585 DEL MONTE AVE	SAN DIEGO CA 92107		COM	6
BARBARA ANNE STACY CUST	JENNA TAI CHENG STACY	UN MI UNIF TRAN MIN ACT	7010 GLEN CREEK DR SE	CALEDONIA MI 49316-7903		COM	10

NAME	1ST LINE OF ADDRESS	2ND LINE OF ADDRESS	L170 4 KIDS ENTERTAINMENT INC. 3RD LINE OF ADDRESS	4TH LINE OF ADDRESS	5TH LINE OF ADDRESS	ISSUE	# OF SHARES
WANDA M STANTON	3466 BURNS ST	DETROIT MI 48214-1805				COM	2
ELISHA STAVROPOULOS	25 PENNY LANE	NEW LONDON CT 06320				COM	1
LAUREN STAVROPOULOS	25 PENNY LANE	NEW LONDON CT 06320				COM	1
CHARLES A STEINBERG &	LEON STEINBERG JT TEN	2703 GLEN AVE	BALTIMORE MD 21215			COM	100
SAMUEL B STELL	9511 ANGLERIDGE	DALLAS TX 75238				COM	10
EMIL C STORCH	140 VENETTO RD	LEVELLAND TX 79336				COM	18
STRATGIC OPPORTUNITY FUND LP	37 WHITE BIRCH LANE	COMMACK NY 11725-2339				COM	200
RODNEY Y SUZUKI &	LUZ B SUZUKI JT TEN	3739 SANDGATE DR	TORRANCE CA 90504-3924			COM	1
GARY P SWANSON	9433 NW 6TH PL	GAINESVILLE FL 32607				COM	4
LORETTA J SWEENEY	4503 66TH ST	DES MOINES IA 50322				COM	300
DANIEL E SWENY CUST	JOSEPH HART SWENY	UN PA UNIF TRAN MIN ACT	4524 W LAKE RD	ERIE PA 16505-1440		COM	2
DANIEL E SWENY CUST	ANDREW PACE SWENY	UN PA UNIF TRAN MIN ACT	4524 W LAKE RD	ERIE PA 16505-1440		COM	2
JIM TATA CUST	CLAYTON TATA	UNDER THE CA UNIF TRAN MIN ACT	14375 SUFFOLK	WESTMINSTER CA 92683		COM	78
GEORGE G TEAGUE &	LINDA R TEAGUE JT TEN	12137 GREENLAWN AVE	OKLAHOMA CITY OK 73170			COM	16
DON TILZER CUST	JASON DAVID SILVER	UN FL UNIF TRAN MIN ACT	1246 JASMINE CIRCLE	WESTON FL 33326		COM	10
MATTHEW A TRACER &	KATHY L WICKS-TRACER JT TEN	8955 HUBERT AVE	ALLEN PARK MI 48101-1629			COM	5
ALEXANDER TRAN	802 CAPE KENNEDY DRIVE	SAN JOSE CA 95133				COM	1
JUSTINE TRAN	802 CAPE KENNEDY DRIVE	SAN JOSE CA 95133				COM	1
ALAN COREY TURNER CUST	TRAVIS TURNER	UN CA UNIF TRAN MIN ACT	3520 DEER PARK DR	SANTA ROSA CA 95404		COM	2
ALAN CORY TURNER CUST	ANNALISE TURNER	UN CA UNIF TRAN MIN ACT	3520 DEER PARK DR	SANTA ROSA CA 95404		COM	2
MARIA VANADIA CUST	LIA MARIA VANADIA	OH UNIF TRANS TO MIN ACT	16283 FALMOUTH DR	CLEVELAND OH 44136-7481		COM	2
MARIA VANADIA CUST	ANTHONY S VANADIA	OH UNIF TRANS TO MIN ACT	16283 FALMOUTH DR	CLEVELAND OH 44136-7481		COM	2
MARIA VANADIA CUST	DAVID S VANADIA	OH UNIF TRANS TO MIN ACT	16283 FALMOUTH DR	CLEVELAND OH 44136-7481		COM	2
VICKIE L VICKERS &	CHRIS VICKERS JT TEN	RTE 1 BOX 89	EL DORADO SPG MO 64744			COM	69
PATRICK J VILLELLA &	SALLY E VILLELLA JT TEN	797 GRAFFIUS AVE EXT	PUNXSUTAWNEY PA 15767-3901			COM	30
JAMES C WADDELL CUST	JOHN P WADDELL	UNIF TRANS TO MIN ACT CA	5168 CRYSTAL DR	LA JOLLA CA 92037		COM	12
TIMOTHY WARN	504B GARFIELD AVE	BELFORD NJ 07718				COM	30
WAS FIT	C/O CALVIN WILSON INVESTMENT CLUB	906 BANDERA CT	ALLEN TX 75013-1134			COM	50
GILBERT K WATKINS &	BARRY L SUNSHINE TTEES	SCHWARTZ&HOFFLICH LLP SB INC	401 K FBO PAIGE RENE SAVARESE	70 NEW HAVEN AVE	ORANGE CT 06477-3122	COM	100
BRENDA JOHNSON WEIL CUST	MARSHALL COURAD WEIL	UN PA UNIF TRAN MIN ACT	217 WOODLAND RD	PITTSBURGH PA 15238		COM	2
BRENDA SUE WEIL CUST	ERIC WINSTON WEIL	UN PA UNIF TRAN MIN ACT	217 ROCKINGHAM RD	PITTSBURGH PA 15238		COM	4
FRED WEINSTEIN	2888 NW 30TH STREET	BOCA RATON FL 33434				COM	200
KAREN WHITE CUST	MICHAEL WHITE	UN MI UNIF GIFT MIN ACT	2787 SYLVAN SHORES DR	WATERFORD MI 48328		COM	1
LANDIS B WHITSEL &	CANDICE A WHITSEL TEN ENT	7286 MENTZER GAP RD	WAYNESBORO PA 17268			COM	40
JOSEPH H WILSON	16040 CANTERBURY ESTATES DR	ELLISVILLE MO 63021-5998				COM	1
RUMBIDZAI E WILSON	16040 CANTERBURY ESTATES DR	ELLISVILLE MO 63021-5998				COM	1
MARSHALL WOLF	PO BOX 7059	CHURCH ST STATION	NEW YORK NY 10008			COM	1
MARY ELLEN WOLF CUST	BRYAN JAMES WOLF	UN CA UNIF TRAN MIN ACT	526 SOUTH RIMPAU BLVD	LOS ANGELES CA 90020		COM	10
MARGARET GRAY WOOD	6386 CHURCH RD	PHILADELPHIA PA 19151				COM	350
MICHAEL WOOLLEY CUST	JONATHAN JAMES WOOLEY	UN CA UNIF TRAN MIN ACT	301 REGAL OAK CT	THOUSAND OAKS CA 91320		COM	4
MICHAEL WOOLLEY CUST	THOMAS MICHAEL WOOLLEY	UN CA UNIF TRAN MIN ACT	301 REGAL OAK CT	THOUSAND OAKS CA 91320		COM	4
DAWN WRIGHT CUST	DANIEL TYLER WRIGHT	UN FL UNIF TRAN MIN ACT	3022 SW 28TH AVE	CAPE CORAL FL 33914		COM	4
DAWN WRIGHT CUST	CHRISTOPHER ALEXANDER WRIGHT	UN FL UNIF TRAN MIN ACT	3022 SW 28TH AVE	CAPE CORAL FL 33914		COM	4
KENNETH M YAMAMOTO	2024 GREENWOOD AVE	SAN CARLOS CA 94070				COM	700
ROY OSAMU YOSHIMITSU	5627 BOWCROFT ST	LOS ANGELES CA 90016-5014				COM	93
MICHELLE F YURICH	% LONG	15642 FOXGLOVE LN	CLEVELAND OH 44130			COM	25
WILLIAM ZIEGENBEIN	C/O PRESTIGE MOTORS	31675 STEPHENSON HWY	MADISON HTS MI 48071-1646			COM	200
ROBERT J ZIFF CUST	KYLE ZIFF	UN CA UNIF TRAN MIN ACT	773 CEDAR POINT PL	WESTLAKE VLG CA 91362-5424		COM	3
					285		15,524,264

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)

4KIDS ENTERTAINMENT, INC.,)

Debtor.)
_____)

Chapter 11

Case No. 11-[_____] (____)

(Joint Administration Requested)

CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York, 4Kids Entertainment, Inc. (the “Debtor”) respectfully represents as follows:

1. Prescott Group Capital Management, LLC, 1924 South Utica, Tulsa, OK 74014, owns approximately 17.84% of the Debtor’s common stock, Alfred Kahn, The Essex House Apartment, 160 Central Park South, New York, NY 10019, owns approximately 9.06% of the Debtor’s common stock, Hershey Strategic Capital LP, 888 7th Avenue, 17th Floor, New York, NY 10019, owns approximately 6.80% of the Debtor’s common stock, Dimensional Fund Advisors LP, Palisades West 6300 Bee Cave Road, Building One Austin, TX 78746, owns approximately 6.18% of the Debtor’s common stock and Lloyd Miller III, 4550 Gordon Drive, Naples, Florida 34102, owns approximately 5.25% of the Debtor’s common stock

2. The Debtor directly owns 100% of the common stock of the following affiliates:
- 4Kids Entertainment Licensing, Inc.
 - 4KidsProductions, Inc.
 - The Summit Media Group, Inc.
 - 4Kids Entertainment Home Video, Inc.
 - 4Kids Ad Sales, Inc.
 - 4Kids Entertainment Music, Inc.
 - 4KidsTechnology, Inc.
 - World Martial Arts Productions, Inc.
 - 4Sight Licensing Solutions, Inc.
 - 4Kids Digital Games, Inc.
 - 4Kids Websites, Inc.
 - 4Kids Entertainment International, Ltd

3. The Debtor, indirectly through certain of its subsidiaries and affiliates, owns a 55% membership interest in each of TC Digital Games LLC and TC Websites LLC.

DECLARATION UNDER PENALTY OF PERJURY

I, the undersigned authorized officer of 4Kids Entertainment, Inc., the company named as a debtor in the above-captioned case, declare under penalty of perjury that I have reviewed the foregoing and that it is true and correct to the best of my knowledge, information and belief.

Dated: April 6, 2011

By: /s/Bruce R. Foster
Bruce R. Foster
Executive Vice President and
Chief Financial Officer